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Noteholders of Pacific Gas and Electric Company*

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION**

**In re:**

**PG&E CORPORATION,**

**-and-**

**PACIFIC GAS AND ELECTRIC  
COMPANY,**

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**EX PARTE APPLICATION FOR ORDER  
PURSUANT TO L.B.R. 9013-1(c)  
AUTHORIZING OVERSIZE BRIEFING  
FOR REPLY IN SUPPORT OF MOTION OF  
THE AD HOC COMMITTEE OF SENIOR  
UNSECURED NOTEHOLDERS TO  
TERMINATE THE DEBTORS'  
EXCLUSIVE PERIODS PURSUANT TO  
SECTION 1121(d)(1) OF THE  
BANKRUPTCY CODE**

☐ Affects PG&E Corporation

☐ Affects Pacific Gas and Electric Company

☒ Affects both Debtors

Related Document: Dkt. 2741

[No hearing requested]

*\*All papers shall be filed in the Lead Case, No.  
19-30088 (DM).*

1 The Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and Electric Company  
2 (the “Ad Hoc Committee”)<sup>1</sup> in the above-captioned chapter 11 cases of Pacific Gas and Electric  
3 Company (the “Utility”) and PG&E Corporation (“PG&E” and, together with the Utility, the “Debtors”),  
4 by its undersigned counsel, Akin Gump Strauss Hauer & Feld LLP, hereby submits this *Ex Parte*  
5 Application (the “Application”), pursuant to Rule 9013-1(c) of the Bankruptcy Local Rules for the  
6 United States District Court for the Northern District of California (the “Bankruptcy Local Rules”), for  
7 an order authorizing the Ad Hoc Committee to file an oversize *Reply in Support of Motion of the Ad Hoc*  
8 *Committee of Senior Unsecured Noteholders to Terminate the Debtors’ Exclusive Periods Pursuant to*  
9 *Section 1121(d) of the Bankruptcy Code* (the “Reply”), which the Ad Hoc Committee will file on July  
10 23, 2019.

## 11 MEMORANDUM OF POINTS AND AUTHORITIES

### 12 I. JURISDICTION AND VENUE

13 1. The Court has jurisdiction to consider this matter pursuant to 28 U.S. C. §§ 157 and 1334,  
14 the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General Order 24 (N.D.  
15 Cal.), and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the  
16 Northern District of California (the “Bankruptcy Local Rules”).

17 2. This is a core proceeding pursuant to 28 U.S.C. §157(b).

18 3. Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

### 19 II. BACKGROUND

20 4. On June 25, 2019, the Ad Hoc Committee filed the *Motion of the Ad Hoc Committee of*  
21 *Senior Unsecured Noteholders to Terminate the Debtors’ Exclusive Periods Pursuant to Section*  
22 *1121(d)(1) of the Bankruptcy Code* [Docket No. 2741] (the “Termination Motion”).

23 5. At least sixteen objections, joinders to objections, and other responses were filed with  
24 respect to the Motion (the “Responses”).

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28 <sup>1</sup> The Ad Hoc Committee filed an amended verified statement pursuant to Rule 2019 of the Federal Rules of  
Bankruptcy Procedure on July 18, 2019 [Docket No. 3083].

6. The Ad Hoc Committee now seeks to file the Reply, which will address all the Responses filed to date.

### III. OVERSIZE BRIEFING FOR THE REPLY IS WARRANTED

7. Bankruptcy Local Rule 9013-1(c) provides that, “Unless the court expressly orders otherwise, the initial and response memoranda of points and authorities shall not exceed 25 pages of text, and reply memorandum shall not exceed 15 pages of text.” B.L.R. 9013-1(c).

8. The Ad Hoc Committee submits that sufficient cause exists for the Court to allow oversize briefing for the Reply. Because many of the Responses raise similar issues with respect to the Motion, addressing the Responses by an omnibus reply is efficient. However, given the number and substance of the Responses, the 15-page limit would not permit the Ad Hoc Committee to adequately address all of the arguments made by the sixteen respondents. Specifically, through the Reply, the Ad Hoc Committee will be responding to a 20-page objection filed by the Debtors, a 14-page objection filed by the Official Committee of Tort Claimants, a 13-page objection filed by the Shareholder Group, and a 13-page objection filed by the Ad Hoc Group of Subrogation Claim Holders.

9. The Ad Hoc Committee has tried to limit the length of the Reply, however, in order to adequately address all of the points raised in the various Responses in a single document, the Ad Hoc Committee hereby requests up to 25 pages for the Reply.

## NOTICE

10. Notice of this Motion will be provided to (i) counsel to the Debtors; (ii) the Office of the U.S. Trustee for Region 17 (Attn: Andrew R. Vara, Esq. and Timothy Laffredi, Esq.); (iii) counsel to the Creditors Committee; (iv) counsel to the Tort Claimants Committee; (v) the Securities and Exchange Commission; (vi) the Internal Revenue Service; (vii) the Office of the California Attorney General; (viii) the California Public Utilities Commission; (ix) the Nuclear Regulatory Commission; (x) the Federal Regulatory Commission; (xi) the Office of the United States Attorney for the Northern District of California; (xii) counsel for the agent under the Debtors' debtor in possession financing facility; and (xiii) those persons who have formally appeared in these chapter 11 cases and requested service pursuant to Bankruptcy Rule 2002. The Ad Hoc Committee respectfully submits that no further notice is required.

**WHEREFORE**, the Ad Hoc Committee respectfully requests entry of an order authorizing the Ad Hoc Committee to file the Reply in excess of 15 pages, but not to exceed 25 pages (exclusive of any schedules or exhibits thereto and/or any declarations filed in connection therewith), and such other and further relief as the Court may deem just and appropriate.

Dated: July 22, 2019

**AKIN GUMP STRAUSS HAUER & FELD LLP**

By: /s/ Ashley Vinson Crawford

Ashley Vinson Crawford (SBN 257246)

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*Counsel to the Ad Hoc Committee of Senior Unsecured  
Noteholders of Pacific Gas and Electric Company*

**Exhibit A**

Proposed Order

AKIN GUMP STRAUSS HAUER & FELD LLP

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**UNITED STATES BANKRUPTCY COURT  
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**In re:**

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- ☐ Affects PG&E Corporation  
☐ Affects Pacific Gas and Electric Company  
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*\*All papers shall be filed in the Lead Case, No.  
19-30088 (DM).*

Bankruptcy Case  
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**[PROPOSED] ORDER AUTHORIZING  
OVERSIZE BRIEFING FOR REPLY IN  
SUPPORT OF MOTION OF THE AD HOC  
COMMITTEE OF SENIOR UNSECURED  
NOTEHOLDERS TO TERMINATE THE  
DEBTORS' EXCLUSIVE PERIODS  
PURSUANT TO SECTION 1121(d)(1) OF  
THE BANKRUPTCY CODE**

1 The Court, having reviewed the *Ex Parte Application for Order Pursuant to L.B.R. 9013-1(c)*  
2 *Authorizing Oversize Briefing for Reply in Support of Motion of the Ad Hoc Committee of Senior*  
3 *Unsecured Noteholders to Terminate the Debtors' Exclusive Periods Pursuant to Section 1121(d)(1) of*  
4 *the Bankruptcy Code* (the "Application") filed on July 22, 2019, and after due deliberation and sufficient  
5 cause appearing therefor,

6 **IT IS HEREBY ORDERED THAT:**

- 7 1. The Application is granted, as provided herein.
- 8 2. The Ad Hoc Committee is authorized to file and serve a reply memorandum of points and  
9 authorities in support of the *Motion of the Ad Hoc Committee of Senior Unsecured Noteholders to*  
10 *Terminate the Debtors' Exclusive Periods Pursuant to Section 1121(d)(1) of the Bankruptcy Code*, in  
11 excess of 15 pages, but not to exceed 25 pages (exclusive of any schedules or exhibits thereto and/or any  
12 declarations filed in connection therewith).

13 \*\* END OF ORDER \*\*